The E. W. Scripps Company
Audit Committee Charter

1. Purpose

The Audit Committee shall provide assistance to the Board of Directors in fulfilling its responsibility to shareholders, potential shareholders, and the investment community. The purpose of the committee is to assist the Board in fulfilling its oversight responsibility relating to (i) the integrity of the company's financial statements and financial reporting process and the company's systems of internal accounting and financial controls; (ii) the performance of the internal audit services function; (iii) the annual independent audit of the Company's financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence, performance and fees; (iv) the compliance by the company with legal and regulatory requirements, including the Company's disclosure controls and procedures; (v) the review of the company's enterprise risk issues; (vi) the significant financial matters of the Company, including tax policies, planning and compliance and treasury policies; (vii) the review of any proposed related party transactions; and (viii) the fulfillment of the other responsibilities set out herein. The Committee shall also prepare the report of the committee required to be included in the company's annual proxy statement.

In discharging its responsibilities, the Committee is not itself responsible for the planning or conduct of audits or for any determination that the Company's financial statements are complete and accurate or in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors.

2. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The members of the Committee shall be appointed and/or removed by the Board of Directors, upon the recommendation of the Nominating & Governance Committee, and shall number at least three, who meet the independence, experience and expertise requirements of the listing standards of the Nasdaq Stock Market and applicable law. The Board of Directors shall also designate a Committee Chair. The Board of Directors shall make a determination on the independence of each Committee member, whether each Committee member meets the applicable experience and expertise requirements and whether or not there is a financial expert, as determined by the applicable rules, serving on the Committee. To help meet these requirements, the Committee shall provide its members with such continuing education opportunities in financial reporting and other areas relevant to the Committee as the Committee determines are appropriate. No director who serves on the audit committee of three or more other public companies shall be eligible to serve as a member of the Committee.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. In planning the annual schedule of meetings, the Committee shall ensure that sufficient opportunities exist for its members to meet separately with the independent auditors and

the head of internal audit, without management present; to meet separately with management, without the independent auditors or the head of internal audit present; and to meet in private with only the Committee members present.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called or held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Any member of the Committee may suggest items for inclusion on the agenda. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be made available to the full Board of Directors. The Committee shall make regular reports to the Board of Directors, and review with the Board of Directors any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.

F. *Access to Records, Consultants and Others.* In carrying out its responsibilities, the Committee shall have authority to appoint, oversee, compensate and terminate consultants, legal counsel or other advisers as the Committee may deem appropriate in its sole discretion. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its consultants, legal counsel or other advisers. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company's outside counsel or any other person, meet with any members of, or consultants to, the Committee.

G. *Funding.* The Company shall provide for appropriate funding, as determined by the Committee, for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or preforming other audit, review or attest services for the Company, (ii) compensation to any advisors employed by the Company under paragraph 2.F above, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

H. *Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis based on criteria developed by the Nominating and Governance Committee.

I. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, which shall report any decisions made at the next regularly scheduled meeting of the Committee.

J. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors.

3. Responsibilities

The following shall be the principal responsibilities of the Audit Committee:

A. *Engagement of Independent Auditors.* The Committee shall have sole authority to engage the independent auditors, including in connection with any non-audit services, and oversee, evaluate and, where appropriate, replace the independent auditors. The independent auditors shall report directly to the Committee. The Committee shall approve the fees paid to the independent auditors, including in connection with any non-audit services.

B. *Determination as to Independence and Performance of Independent Auditors.* The Committee shall receive reports from the independent auditors as required by the rules of the Public Company Accounting Oversight Board (PCAOB) (or any successor body) regarding the auditors' independence, which shall include all relationships between the independent auditor and the Company and which shall be not less frequently than annually. The Committee shall discuss such reports with the auditors, and if so determined by the Committee, take appropriate action to satisfy itself of the independence of the auditors. The Committee shall review the performance of the Company's independent auditors annually (which shall include, without limitation, a review and evaluation of the lead partner of the independent auditor). In doing so, the Committee shall consult with management and the head of internal audit and shall obtain and review a report by the independent auditors describing their internal control procedures, material issues raised by their most recent internal quality control review or peer review (if applicable), by any inspection conducted by the PCAOB or by any inquiry or investigation by governmental or professional authorities for the preceding five years and the response of the independent auditors. The Committee shall consider whether it is appropriate to adopt a policy of rotating independent auditors on a periodic basis.

C. *Determination as to Performance of Internal Auditors.* The Committee shall annually review the experience, qualifications and performance of the senior members of the internal audit department, the quality control procedures of the internal auditors, any significant issues encountered by the internal auditors in performing their duties and the budget of the internal audit department.

D. *Audits by Internal and Independent Auditors.* The Committee shall discuss with the internal auditor and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audits. In this regard, the Committee shall discuss with management, the internal auditor and the independent auditors the Company's major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the Company’s accounting and financial controls, and the steps management has taken to monitor and control such exposures and manage legal compliance programs, among other considerations that may be relevant to their respective audits. Management and the internal auditor shall report quarterly to the Committee regarding any significant deficiencies in the design or operation of the Company's internal controls, material weaknesses in internal controls and any fraud

(regardless of materiality) involving persons having a significant role in the internal controls, as well as any significant changes in internal controls implemented by management during the most recent reporting period of the Company. The Committee shall discuss with management, at least annually, the Company's risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management procedures.

E. *Pre-Approval of Audit and Non-Audit Services.* The Committee shall approve guidelines for the retention of the independent auditors for any non-audit service and the fees for such service and shall determine procedures for the approval of audit and non-audit services in advance, in accordance with the rules of the PCAOB. Annually, the Committee may approve in advance any audit or non-audit service provided to the Company by the independent auditors, up to a pre-approved amount and so long as such individual work assignments are approved by the Chief Financial Officer. The Chief Financial Officer or designee shall annually report to the Committee the status all such individual work assignments.

F. *Review of Disclosure Controls and Procedures.* The Committee shall review with the Chief Executive Officer and the Chief Financial Officer the Company's disclosure controls and procedures and shall review, at least quarterly, management's conclusions about the efficacy of such disclosure controls and procedures, including any significant deficiencies in, or material non-compliance with, such controls and procedures.

G. *Review of Management's Annual Report on Internal Controls Over Financial Reporting*. The Committee shall review with the Chief Financial Officer and the Controller management's annual report on internal controls over financial reporting (the "Internal Control Report") as required by section 404 of the Sarbanes-Oxley Act. The Committee shall ensure that management (a) establishes and maintains an adequate system of internal controls over financial reporting and (b) conducts an assessment of the effectiveness of the Company's system of internal controls over financial reporting. The Committee shall inquire of the independent auditors concerning fraud, illegal acts, deficiencies in internal controls and other matters affecting the Company's internal controls and the integrity of the Company's financial information, and any recommendations for the improvement of such controls. The Committee shall review whether recommendations made by the Company's internal auditors and independent auditors have been implemented by management. The Committee will also review the attestation of the Company's independent auditors as to management's Internal Control Report.

H. *Review of Annual SEC Filings.* The Committee shall review with management and the independent auditors the financial information to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K), including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," their judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the financial statements and the adequacy of internal controls. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors in accordance with the standards of the PCAOB, applicable law or listing standards, including matters required to be discussed by PCAOB Auditing Standard 1301, *Communications with Audit Committees*. Based on such review and discussion,

the Committee shall make a determination whether to recommend to the Board of Directors that the audited financial statements be included in the Company's Form 10-K.

I. *Review of Quarterly SEC Filings and Other Communications.* The Committee shall review and discuss with management and the independent auditors the quarterly financial information to be included in the Company's Quarterly Reports on Form 10-Q, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and shall discuss any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, applicable law or listing standards. The Committee shall also review the Company's quarterly earnings press releases and financial information and earnings guidance provided to analysts and rating agencies (which may consist of a discussion of the types of information to be provided and types of presentations to be made) to the extent required by applicable law or listing standards, or as it deems necessary or appropriate. The Committee shall also discuss the results of the independent auditors' review of the Company's quarterly financial information conducted in accordance with PCAOB Auditing Standard 4105, *Interim Financial Information*.

J. *Review of Certain Matters with Internal and Independent Auditors.* The Committee shall review with management, the internal auditor and independent auditors the effect of any new or proposed regulatory and accounting initiatives on the Company's financial statements and other public disclosures.

K. *Consultation with Independent Auditors.* The Committee shall review with the independent auditors any problems or difficulties the auditors may have encountered in connection with the annual audit or otherwise and any management letter provided by the auditors and the Company's response to that letter. Such review shall address any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, any disagreements with management regarding generally accepted accounting principles and other matters, material adjustments to the financial statements recommended by the independent auditors and adjustments that were proposed but "passed", regardless of materiality, critical accounting policies and alternative treatments of financial information under accounting principles generally accepted in the United States (US GAAP). The Committee may also review the audit team’s communications with its national office.

L. *Preparation of Report for Proxy Statement.* The Committee shall produce the report required to be included in the Company's annual proxy statement, all in accordance with applicable rules and regulations.

M. *Policies for Employment of Former Audit Staff.* The Committee shall approve, and annually review, guidelines for the Company's hiring of employees or former employees of the independent auditors, which shall meet the requirements of applicable law and listing standards.

N. *Review of Whistleblower Complaints.* The Committee shall establish and oversee procedures for the receipt, retention and review of any complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

O. *Review of Legal and Regulatory Compliance.* The Committee shall review with management and the independent auditors any correspondence with, or other action by, regulators or governmental agencies, and any employee complaints or published reports, that include comments or raise concerns regarding the Company's financial statements, accounting or auditing matters or compliance with law. The Committee also shall meet at least annually with the General Counsel and other appropriate legal staff of the Company to review material legal affairs of the Company and the Company's compliance with applicable laws.

P. *Evaluation of Enterprise Risk Issues.* The Committee shall review, at least annually, management's assessment of the Company's enterprise-wide risks (including, without limitation, business interruption, crisis management and risks related to artificial intelligence) and the program or programs established to manage such risks, coordinating as appropriate with the Nominating & Governance Committee on artificial intelligence risk in light of that committee's primary oversight of the Company's artificial intelligence governance and strategy. The Committee shall also review management's assessment of the Company's risks related to sustainability issues, as well as the Company's financial sustainability disclosures.

Q. *Review of Cybersecurity.* Each quarter management will provide the Committee an update on cybersecurity activities. In addition, the Committee will review with management, at least annually, the Company's cybersecurity risk exposures and the steps management has taken to monitor or mitigate such exposures.

R. *Review of Certain Transactions with Directors and Related Parties.* The Committee shall review in advance any proposed "related party transaction" (as defined in applicable rules of the Securities and Exchange Commission and the listing requirements of any exchange on which the Company's securities are listed) and from time to time may adopt policies with respect to its approval requirements. In addition, the Committee shall annually review a summary of the Company's transactions with Directors and officers of the Company and with firms that employ Directors and other related party transactions. The committee shall review the process and any findings with the independent auditors.

S. *Delegation of Authority Guidelines.* The Committee annually shall review, and may suggest revisions to, the Company's delegation of authority guidelines.

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